

MERLO LARRY J  
Form 4  
April 03, 2009

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MERLO LARRY J

(Last) (First) (Middle)  
ONE CVS DRIVE  
(Street)  
WOONSOCKET, RI 02895-

2. Issuer Name and Ticker or Trading Symbol  
CVS CAREMARK CORP [CVS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/01/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock (restricted)	04/01/2009		A	46,264 (1)	A \$ 0 255,714	D	
Common Stock					141,793.6082	D	
Common Stock					320,718.7849	I	By Trust As Beneficiary
ESOP Common Stock					6,098.5188	I	By ESOP
Stock Unit					78,798.8229	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option	\$ 28.1	04/01/2009		A	185,572	04/01/2010 <sup>(2)</sup>	04/01/2016	Common Stock	185,572
Phantom Stock Credits	\$ 1 <sup>(3)</sup>					<sup>(4)(5)</sup>	<sup>(4)(5)</sup>	Common Stock	5,200
Stock Option	\$ 25					03/10/2001	03/10/2009	Common Stock	50,000
Stock Option	\$ 14.9625					01/02/2003	01/02/2012	Common Stock	189,000
Stock Option	\$ 30.2625					03/07/2003	03/07/2011	Common Stock	100,000
Stock Option	\$ 17.6675					01/08/2005	01/08/2011	Common Stock	100,000
Stock Option	\$ 12.5625					01/09/2005	01/09/2013	Common Stock	160,000
Stock Option	\$ 22.445					01/05/2006	01/05/2012	Common Stock	100,000
Stock Option	\$ 30.035					04/03/2007 <sup>(6)</sup>	04/03/2013	Common Stock	161,000
Stock Option	\$ 34.42					04/02/2008 <sup>(7)</sup>	04/02/2014	Common Stock	136,000
Stock Option	\$ 41.17					04/01/2009 <sup>(8)</sup>	04/01/2015	Common Stock	144,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MERLO LARRY J ONE CVS DRIVE WOONSOCKET, RI 02895-			Executive Vice President	

## Signatures

Larry J. Merlo                      04/03/2009

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Consists of Restricted Stock Units awarded pursuant to issuer's 1997 Incentive Compensation Plan. Restrictions lapse on two equal installments 50% on 4/1/2012 and 50% on 04/01/2014.
- (2) Option becomes exercisable in three equal annual installments, commencing 4/1/2010.
- (3) Each share credit is equivalent to one share; 1-for-1 conversion.
- (4) Reflects 2002 and 2003 year end company match share credits of 33 and 27, respectively, under a non-qualified deferred compensation plan; share credits are payable in cash only, at such time as has been elected by the reporting person.
- (5) Reflects year end company match share credits under a non-qualified deferred compensation plan; share credits are payable in cash only, at such time as has been elected by the reporting person.
- (6) Option becomes exercisable in three equal annual installments, commencing 4/3/07
- (7) Option becomes exercisable in three equal annual installments, commencing 4/2/2008.
- (8) Option becomes exercisable in three equal annual installments, commencing 4/1/2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.